



NORTH AMERICAN CAR CORPORATION

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Chicago, IL U.S.A. 60603
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RECORDATION NO. 6554-18 Filed 1426

No. APR 27 1981

APR 27 1981 - 3 02 PM

Date

10.02

INTERSTATE COMMERCE COMMISSION

March 16, 1981

ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Section 11303 Filing: Supplement Agreement dated as of March 16, 1981, ("Supplement") to Equipment Trust Agreement dated as of February 1, 1972, ("Agreement") by and between North American Car Corporation (the "Company") and The Northern Trust Company (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 6554.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

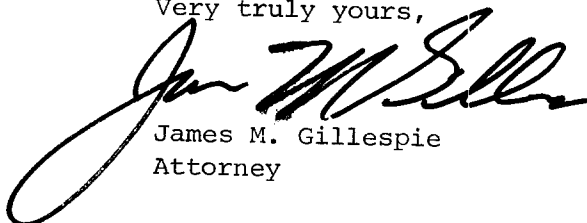
The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,



James M. Gillespie
Attorney

RECORDATION NO. 6554-18
FILED 1425

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

APR 27 1981 - 3 02 PM

INTERSTATE COMMERCE COMMISSION

This Supplement dated as of March 16, 1981 (the "Supplement"), to the Equipment Trust Agreement dated as of February 1, 1972, (the "Agreement"), by and between North American Car Corporation (the "Company") and The Northern Trust Company, as Trustee, (the "Trustee").

W I T N E S S E T H

WHEREAS, pursuant to Section 5.06 of the Agreement, the Company wishes to transfer to the Trustee and subject to the terms of the Agreement the equipment described in Schedule A hereto in substitution for the Equipment described in Schedule I hereto, constituting a part of the Trust Equipment which has become worn out, unsuitable for use, lost or destroyed and

WHEREAS, Section 5.03 of the Agreement provides that in the event the Company shall cause to be transferred to the Trustee Equipment in addition to, or in substitution for, any of the Equipment specifically described in or subjected to the Agreement, that such additional or substituted Equipment shall be included as a part of the Trust Equipment by a Supplement to the Agreement, and shall be subjected to all the terms and conditions of said Agreement as though it had been part of the Trust Equipment specifically described in the Agreement;

NOW THEREFORE, it is hereby agreed that the equipment described in Schedule A is hereby included as part of the Trust Equipment, as defined in the Agreement, and is made subject to all the terms and conditions of the Agreement and that the equipment described in Schedule I is hereby released from the terms and conditions of the Agreement and shall no longer constitute Trust Equipment under the Agreement.

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

(Corporate Seal)

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By J. Harison

ATTEST:

James M. Silley
Assistant Secretary

THE NORTHERN TRUST COMPANY,
as Trustee

(Corporate Seal)

By Ernest G. Gardner

ATTEST:

• W. H. L.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16th day of March, 1981, before me personally appeared John A. Harrison, to me personally known, who being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anna Prescott
Notary Public

My Commission Expires:
My Commission Expires March 26, 1983

State of Illinois,
) SS
County of Cook

On this 16 day of April, 1981 before me personally appeared Gerard A. Gardner, to me personally known, says that he is a SECOND VICE PRESIDENT of The Northern Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cecil W. Babey
Notary Public

My Commission Expires:

9-12-82

Exhibit 1

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	Fair Value Determined in Accor- dance with Section <u>1.01 of this Agreement</u>	Units of Equipment First Put Into Servic No Later Than <u>This Date</u>
6	16299-16304	16,500 gallon tank cars	\$ 77,739.33	4/71
62	23731-23757, 23790, 23792 23795, 23796, 23806-23809 23846, 23854, 23857, 23862- 23864, 23866, 23868, 23875 23886, 23893, 24350-24365	20,000 gallon tank cars	\$ 703,600.65	8/70
5	25475-25476, 25507, 25512 25517	24,000 gallon tank cars	\$ 64,179.44	12/70
20	48282, 48285, 48332, 48350 48371, 48373, 48375, 48377 48379, 48393, 48429, 48447 48456, 48595, 48624, 48635 48655, 48676, 48707, 48718	4,400 cu. ft. hopper cars	\$ 213,692.34	10/70
25	49100, 49102, 49103, 49109 49112, 49115, 49255, 49257 49258, 49259, 49261, 49265 49273, 49275, 49277, 49278 49280, 49281, 49285, 49302 49308, 49332, 49335, 49340 49344	4,700 cu. ft. hopper cars	\$ 260,514.08	2/71
34	71008, 71010, 71013, 71039- 71043, 71088, 71118, 71125 71141-71150, 71195, 71214- 71225	20,000 gallon tank cars	\$ 431,322.25	1/71
			<u>\$1,751,048.09</u>	

NORTH AMERICAN CAR CORPORATION
FIRST 1972 EQUIPMENT TRUST
REPLACEMENT CARS

Exhibit A

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>	<u>Fair Value Determined in Accor- dance with Section 1.01 of the Agreement</u>	<u>Units of Equipment First Put Into Service No Later Than This Date</u>
142	50915-50919, 50921-50932 50934-50952, 50954-50958 50960-50964, 50966-50968 50970, 50971, 50973-50981 50983, 50984, 50989, 50993- 50995, 50997-50998, 52701- 52702, 52704-52710, 52712- 52713, 52715-52718, 52720- 52721, 52723-52727, 52729- 52730, 52732-52734, 52736- 52747, 52749-52772, 52774 52800-52802, 52804, 52806 52808, 52811-52814	4,700 cu. ft. hopper cars	\$ 1,751,251.04	2/73